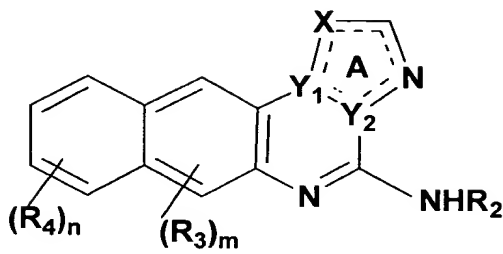


**CLAIMS**

We claim:

1. A compound of the formula:



or a pharmaceutically-acceptable salt thereof, wherein

X is  $\text{NR}_1$ ,  $\text{CR}_1$ , or S;

$\text{Y}_1$  and  $\text{Y}_2$  are nitrogen or carbon, provided that

a) when X is  $\text{CR}_1$ , at least one of  $\text{Y}_1$  and  $\text{Y}_2$  is nitrogen, and b) when one of  $\text{Y}_1$  and  $\text{Y}_2$  is carbon, the other of  $\text{Y}_1$  and  $\text{Y}_2$  is nitrogen and/or X is  $\text{NR}_1$  or S, so that ring A defines a five-membered heteroaryl ring having at least two heteroatoms;

$\text{R}_1$  is hydrogen, halogen, alkyl, substituted alkyl, cyano,  $\text{OR}_5$ ,  $\text{NR}_5\text{R}_6$ ,  $\text{C}(=\text{O})\text{R}_5$ ,  $\text{CO}_2\text{R}_5$ , or aryl;

$\text{R}_2$  is alkyl, substituted alkyl, alkenyl, alkynyl, alkoxy, alkylthio, aryl, heteroaryl, heterocyclo, cycloalkyl, or substituted cycloalkyl;

$\text{R}_3$  and  $\text{R}_4$  are independently selected from halogen, alkyl, substituted alkyl, nitro, cyano,  $\text{OR}_7$ ,  $\text{NR}_7\text{R}_8$ ,  $\text{C}(=\text{O})\text{R}_7$ ,  $\text{CO}_2\text{R}_7$ ,  $\text{SR}_7$ ,  $\text{C}(=\text{O})\text{NR}_7\text{R}_8$ ,  $\text{NR}_7\text{C}(=\text{O})\text{R}_8$ ,  $\text{NR}_7\text{C}(=\text{O})\text{OR}_8$ ,  $\text{S}(\text{O})_q\text{R}_7$ ,  $\text{NR}_7\text{SO}_2\text{R}_8$ , and  $\text{SO}_2\text{NR}_7\text{R}_8$ ;

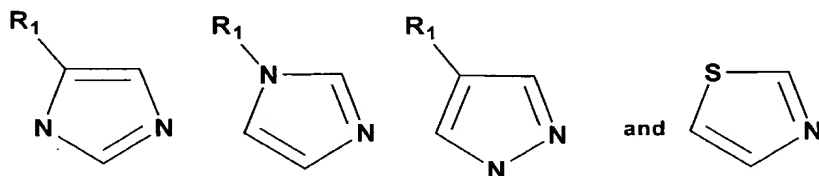
$R_5$ ,  $R_6$ ,  $R_7$ , and  $R_8$  are independently selected from hydrogen, alkyl, substituted alkyl, and phenyl, or when attached to the same nitrogen atom (as in  $NR_5R_6$  or  $NR_7R_8$ ) may join together to form a heterocycle or heteroaryl; and

$m$ ,  $n$  and  $q$  are independently 0, 1, or 2.

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2. The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which  $X$  is  $NR_1$  or  $CR_1$ , and  $R_1$  is hydrogen, lower alkyl, or trifluoromethyl.

3. The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which  $X$ ,  $Y_1$  and  $Y_2$  are selected so that ring A defines one of:



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4. The compound of claim 1 or a pharmaceutically-acceptable salt thereof, in which:

$R_2$  is  $C_{1-4}$ alkyl optionally substituted with  $OR_9$  or  $NR_{10}R_{11}$ ;

$R_9$  is hydrogen or lower alkyl; and

$R_{10}$  and  $R_{11}$  are (i) independently selected from hydrogen,  $C_{1-4}$ alkyl,  $C_{1-4}$ substituted alkyl, and  $-(C=O)C_{1-2}$ alkyl, or alternatively (ii) together form a five to six membered heterocycle or heteroaryl.

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5. The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which  $R_2$  is  $C_{1-2}$  alkyl optionally substituted with one of:

OH,  $NH_2$ ,  $NH(C_{1-2}alkyl)$ ,  $N(C_{1-2}alkyl)_2$ ,  $NH(C_{1-2}substituted\ alkyl)$ ,  $N(C_{1-2}substituted\ alkyl)_2$ ,  $NH(C=O)C_{1-2}alkyl$ , or piperidinyl.

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6. The compound of claim 1 or a pharmaceutically-acceptable salt thereof, in which  $R_2$  is aryl having zero to three substituents selected from halogen, lower alkyl, trifluoromethyl, alkoxy, and nitro.

7. The compound of claim 1 or a pharmaceutically-acceptable salt thereof, in which

$X$ ,  $Y_1$  and  $Y_2$  are selected so that ring A defines one of pyrazolyl, imidazolyl, or thiazolyl;

$R_1$  is hydrogen, methyl, ethyl, or trifluoromethyl; and

$R_2$  is  $C_{1-2}alkyl$  optionally substituted with one of OH,  $NH_2$ ,  $NH(C_{1-2}alkyl)$ ,  $N(C_{1-2}alkyl)_2$ ,  $NH(C=O)C_{1-2}alkyl$ , or a five to six membered heterocycle.

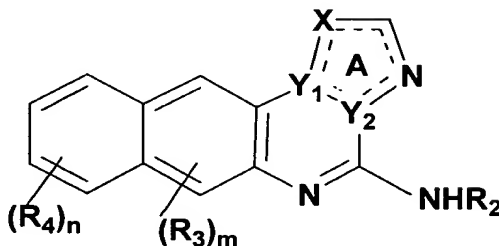
8. The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which  $R_3$  and  $R_4$  are selected from halogen, alkyl, substituted alkyl, nitro, cyano,  $OR_7$ ,  $NR_7R_8$ ,  $C(=O)R_7$ ,  $CO_2R_7$ ,  $SR_7$ ,  $C(=O)NR_7R_8$ ,  $NR_7C(=O)R_8$ ,  $NR_7C(=O)OR_8$ ,  $S(O)_qR_7$ ,  $NR_7SO_2R_8$ , and  $SO_2NR_7R_8$ ;

$R_7$  and  $R_8$  are independently selected from hydrogen and alkyl; and

$m$  and  $n$  are independently 0, 1, or 2, provided that  $m$  and  $n$  are not both 0.

9. The compound of claim 1, or a pharmaceutically-acceptable salt thereof, in which  $m$  and  $n$  are both 0.

10. A compound having the formula,



or a pharmaceutically-acceptable salt thereof, wherein

X is  $NR_1$ ,  $CR_1$ , or S;

$Y_1$  and  $Y_2$  are nitrogen or carbon, provided that:

a) when X is  $CR_1$ , at least one of  $Y_1$  and  $Y_2$  is nitrogen, and b) when one of  $Y_1$  and  $Y_2$  is carbon, the other of  $Y_1$  and  $Y_2$  is nitrogen and/or X is  $NR_1$  or S, so that ring A defines a five-membered heteroaryl ring having at least two heteroatoms;

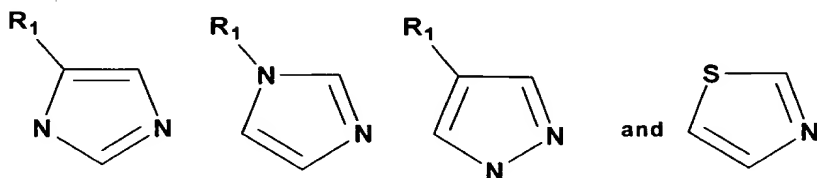
$R_1$  is hydrogen, halogen, lower alkyl, or trifluoromethyl;

$R_2$  is  $C_{1-4}$  alkyl optionally substituted with a group selected from hydroxy, alkoxy,  $NH_2$ ,  $NH(alkyl)$ ,  $N(alkyl)_2$ ,  $NH(substituted\ alkyl)$ ,  $N(substituted\ alkyl)_2$ , and  $NH(C=O)alkyl$ , and heterocycle;

$R_3$  and  $R_4$  are independently halogen, lower alkyl, substituted lower alkyl, nitro, cyano, alkoxy, amino,  $-CO_2H$ ,  $-C(=O)H$ , or alkylthio; and

$m$  and  $n$  are independently 0, 1, or 2.

11. The compound of claim 10, or a pharmaceutically-acceptable salt thereof, in which X, Y<sub>1</sub> and Y<sub>2</sub> are selected so that ring A defines one of:



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12. The compound of claim 11, or a pharmaceutically-acceptable salt thereof, in which:

R<sub>2</sub> is C<sub>1-2</sub> alkyl optionally substituted with a group selected from OH, NH<sub>2</sub>, NH(C<sub>1-2</sub>alkyl), N(C<sub>1-2</sub>alkyl)<sub>2</sub>, NH(C<sub>1-2</sub>substituted alkyl), N(C<sub>1-2</sub>substituted alkyl)<sub>2</sub>, and piperidinyl.

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13. The compound of claim 1, selected from (i)

benzo[g]-4-(2-N-methylaminoethylamino)-1-methylimidazo[1,2-a]quinoxaline;

benzo[g]-4-methylamino-1-methylimidazo[1,2-a]quinoxaline;

15 benzo[g]-4-(2-N-methylaminoethylamino)-1-methylpyrazolo[1,2-a]quinazoline;

benzo[g]-4-methylamino-1-methylpyrazolo[1,2-a]quinoxaline;

1-methyl-4-methylaminobenzo(g)-imidazo(4,5-c)quinoline;

1-methyl-4-(2-N-methylaminoethylamino)benzo(g)imidazo(4,5-c)quinoline,

1-methyl-4-methylaminobenzo(g)-thiazolo(4,5-c)quinoline;

20 1-methyl-4-(2-N-methylaminoethylamino)benzo(g)thiazolo(4,5-c)quinoline;

1-Methyl-4-(2-hydroxyethylamino)benzo[g]imidazo[1,2-a]quinoxaline,

1-Methyl-4-(2-piperidin-1-yl-ethylamino)benzo[g]imidazo[1,2-a]quinoxaline; and

(ii) a pharmaceutically-acceptable salt thereof.

14. A pharmaceutical composition comprising (a) at least one compound according to claim 1, or a pharmaceutically acceptable salt thereof, and (b) a pharmaceutically acceptable carrier or diluent.

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15. A pharmaceutical composition comprising (a) at least one compound according to claim 10, or a pharmaceutically acceptable salt thereof, and (b) a pharmaceutically acceptable carrier or diluent.

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16. A method of treating an inflammatory or immune disease or disorder comprising administering to a mammal in need thereof a therapeutically-effective amount of at least one compound according to claim 1.

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17. A method of treating an inflammatory or immune disease or disorder comprising administering to a mammal in need thereof a therapeutically-effective amount of at least one compound according to claim 10.

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18. The method of claim 16 in which the inflammatory or immune disease is selected from rheumatoid arthritis, asthma, inflammatory bowel disease, chronic obstructive pulmonary disease, and psoriasis.

19. The method of claim 16 in which the inflammatory or immune disease is HIV, HSV-1, breast cancer, prostate cancer, or Hodgkin's lymphoma.